

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re DELPHI CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)
(Jointly Administered)

AFFIDAVIT OF KELLY CLOYD

STATE OF NEW YORK)
) ss:
COUNTY OF LIVINGSTON)

KELLY CLOYD, being duly sworn, deposes and says:

1. I have been employed by the New York State Department of Environmental Conservation (the Department) as an engineering geologist since June 22, 1989. I am currently an Engineering Geologist II in the Division of Environmental Remediation and have held that position since August 1997. As an Engineering Geologist II my job duties include review and evaluation of investigative work plans and reports, analytical data, remedy selection documents, and remedial design plans; collection of samples for chemical analysis; supervision of Department contractors during site activities; review of payment packages from contractors; participation in public meetings; and geologic and hydrogeologic support for other project managers. I graduated from the Oklahoma State University in 1982 with a degree in Geology. In 1987, I completed a Master's degree in Geology at Oklahoma State University. In 1992, I completed a Ph. D. in Geology at the State University of New York at Binghamton.

2. As part of my duties for the Department, I have been assigned responsibility for oversight of the ongoing environmental remediation at the contaminated site known as the

Delphi Automotive Systems Site located at 1000 Lexington Avenue, Rochester, New York (hereinafter "the Site"). The Site is listed on the State of New York's Registry of Inactive Hazardous Waste Disposal Sites as Site No. 828064. The Department has classified the Site as Class 2, which means it poses a significant threat to public health or the environment and that action is required. I have been involved with the ongoing remediation of this Site since July 1998. Due to my involvement with the Site, I am fully familiar with the facts and circumstances relating to the Site and make this Affidavit on the basis of my personal knowledge of the Site, as well as a review of relevant files and documents relating to the Site.

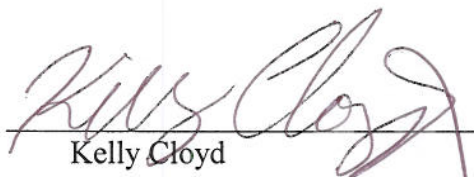
3. As part of the Department's Proof of Claim #13776, which was filed on July 31, 2006 in this bankruptcy proceeding, I provided an estimate of the future remedial costs for the Site of \$9,955,768.00. In making the estimate, I assumed that the debtors would not perform any further remedial work at the Site, thus requiring the Department to spend its own State Superfund monies to complete the remediation of the Site by a Department-approved contractor under Department supervision. I based the future remedial cost estimate on my experience as an Engineering Geologist II, my personal knowledge of the Site, and on the information the Department had about the Site at the time the Proof of Claim was filed.

4. No final remedy has been chosen for the Site yet. The Record of Decision for the Site, in which the Department selects the final remedy for the Site, is not expected to be issued until March 2008. The Record of Decision will be based, in part, on the findings of a Remedial Investigation and Feasibility Study for the Site currently being performed by the debtors under the Department's supervision. I am in regular contact with the debtors and their contractors regarding the ongoing remediation of the Site, which is owned by the debtors. Currently, there is

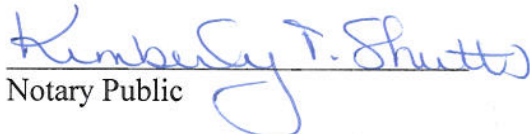
no binding agreement between the debtors and the Department for implementation of the final remedy to be selected by the Record of Decision for the Site.

5. The future remedial cost estimate I supplied for the Department's Proof of Claim #13776 assumes that the final remedy at the Site will consist of the following: the removal of approximately 20,000 tons of contaminated soil at a cost of \$100 per ton (\$2,000,000.00); the installation of five multi-phase extraction systems to address grossly contaminated source areas (\$850,000.00); the installation of one additional non-aqueous phase liquid collection system (\$100,000.00); the extension of the existing fractured bedrock groundwater collection system (\$100,000.00); payments for engineering services (approximately 15%) and a fixed fee (approximately 5%) on these capital costs; annual operation, maintenance, and monitoring costs of approximately \$496,000.00 over 30 years for an OM & M total of \$6,154,864.00 (present value); and DEC's estimated future administrative costs for the Site of \$140,904.00. All of these components of the final remedy result in a total estimate of future remedial cost for the Site of \$9,955,768.00.

6. Proof of Claim #13776 and its Attachment A accurately state my current estimate for future remedial costs at the Site.


Kelly Cloyd

Sworn to before me this 21 day
of November, 2006


Notary Public

KIMBERLY T. SHUTTS
Notary Public, State of New York
Qualified in Livingston County
Commission Expires March 14, 2010